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**STATE OF WASHINGTON
DEPARTMENT OF FINANCIAL INSTITUTIONS
SECURITIES DIVISION**

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IN THE MATTER OF DETERMINING
Whether there has been a violation
of the Securities Act of the State
of Washington by:

CONSUMER BENEFITS ASSOCIATION;
NATIONAL CARE CORP; OUR TEAMINC;
PICKLE CORP; LAURENCE HARRISON;
CHARLENE HARRISON; their employees and
agents

Respondents.

SDO-095-02
S-00-059-02-TO01

**SUMMARY ORDER TO CEASE AND DESIST
AND NOTICE OF INTENT TO ORDER FINES
AND AFFIRMATIVE RELIEF**

Case No. 00-08-324

THE STATE OF WASHINGTON TO: Consumer Benefits Association
National Care Corp
Our Team, Inc.
Pickle Corp
Laurence Harrison
Charlene Harrison

STATEMENT OF CHARGES

Please take notice that the Securities Administrator of the State of Washington has reason to believe that Respondents, Consumer Benefits Association Corp. (“CBA”), National Care Corp. (“NCC”), Our Team, Inc. (“Our Team”), Pickle Corp, Laurence Harrison and Charlene Harrison have each violated the Securities Act of Washington and that their violations justify the entry of an order of the Securities Administrator under RCW 21.20.390 against each of them to cease and desist from such violations. The Securities Administrator finds that delay in ordering the Respondents to cease and desist from such violations would be hazardous to the investors and to the public and that a Summary Order to Cease and Desist should be entered immediately. The Securities Administrator finds as follows:

**SUMMARY ORDER TO CEASE AND
DESIST**

1 **TENTATIVE FINDINGS OF FACT**

2 I. Respondents

3 1. Consumer Benefits Association Corp was a Washington corporation based in Bothell, Washington from
4 March 23, 1999 to March 31, 2000. CBA was in business to offer and sell discount health care cards.

5 2. Our Team, Inc. is a Washington corporation based in Woodinville, Washington. It was formed on
6 March 23, 2000. Our Team is doing business as National Care Corp.

7 3. National Care Corp is a Washington based company owned by Our Team, Inc. NCC is in business to
8 offer and sell discount health care cards.

9 4. Pickle Corp was a Washington corporation from March 23, 2000 to March 31, 2002. Pickle Corp was
10 the owner of the Hillside Manor Restaurant in Bothell, Washington.

11 5. Laurence Harrison was the Chairman of the Board of Directors and an incorporator of CBA. Laurence
12 Harrison is currently a principal in National Care Corp and an incorporator of Our Team, Inc.

13 6. Charlene Harrison was the President and an incorporator of CBA and was the President of Pickle Corp.
14 Charlene Harrison is currently the President and an incorporator of Our Team Inc.

15 II. Offering

16 7. Beginning no later than January 1999 and continuing through at least April 2002, Laurence and
17 Charlene Harrison sold a combination of stock and promissory notes in CBA, NCC, Our Team and Pickle Corp.
18 Laurence and Charlene Harrison raised at least \$1,700,000 from more than 50 investors. At least 30 of the investors are
19 Washington residents.

20 8. Laurence and Charlene Harrison originally offered investors the opportunity to invest in CBA. When
21 CBA started to fail some of the investors were told that their investment was moved to a new company named NCC.
22 NCC is substantially the same company as CBA, offering and selling discount health care cards. Although a portion of
23 the investors' funds were used for the furtherance of the health care card entities, a significant portion of the investors'
24 funds were diverted to Pickle Corp for running the Hillside Manor Restaurant.

1 into Chapter 11 bankruptcy. In the three months prior to the bankruptcy filing, NCC gave Pickle Corp over \$100,000 in
2 exchange for promissory notes from Pickle Corp. Even after the bankruptcy proceedings began NCC continued to
3 advance funds to Pickle Corp. From June 26, 2001 to August 1, 2001 NCC advanced over \$60,000 to Pickle Corp.
4 Laurence and Charlene Harrison failed to notify investors that their funds would be used for the benefit of Pickle Corp
5 and not CBA or NCC.

6 III. Laurence Harrison's Criminal History

7 14. On December 12, 1989 Laurence Harrison pled guilty to one count of sale of unregistered securities
8 pursuant to RCW 21.20.140 and RCW 21.20.400 and sentenced to one year in the King County, Washington jail. The
9 1989 plea agreement was based upon the unregistered sale of securities in two failed businesses, Marketing Plus and
10 Travelers Plus, formed by Harrison. Marketing Plus and Travelers Plus were in business to offer and sell discount travel
11 card memberships. The businesses never made a profit. Investors in CBA, NCC, Our Team and Pickle Corp were not
12 told of Laurence Harrison's criminal history or failed business dealings prior to investing in CBA, NCC, Our Team or
13 Pickle Corp.

14 IV. Bankruptcies

15 15. In addition to the bankruptcy proceedings related to Pickle Corp and the Hillside Manor Restaurant,
16 both Laurence and Charlene Harrison had filed for Bankruptcy in the past. Laurence and Charlene Harrison failed to
17 notify investors that Laurence Harrison had filed for bankruptcy in 1988 and Charlene Harrison had filed for bankruptcy
18 in 1994.

19 V. Registration Status

20 16. The offer and/or sale of securities issued by or held by CBA, NCC, Our Team, Inc. or Pickle Corp are
21 not registered under the Securities Act of Washington nor has the offer and/or sale previously been so registered.

22 17. Neither Laurence Harrison nor Charlene Harrison are currently registered as securities salespersons,
23 investment advisers or broker-dealers in the state of Washington and neither has previously been so registered.

24 Based upon the foregoing Tentative Findings of Fact the following Conclusions of Law are made.

25 SUMMARY ORDER TO CEASE AND
26 DESIST

1 **CONCLUSIONS OF LAW**

2 I. Securities

3 18. The offer and/or sale of the investment opportunities described above constitutes the offer and/or sale of
4 securities as defined in RCW 21.20.005 (10) and (12).

5 II. Anti-Fraud Provision

6 19. The offer and/or sale of said securities was made in violation of RCW 21.20.010 because the
7 Respondents made misstatements of material fact or omitted to state material facts necessary in order to make the
8 statements made, in the light of the circumstances under which they were made, not misleading. The misstatements
9 include, but are not limited to, the profit expectations represented to investors and the omissions include Laurence
10 Harrison's prior criminal conviction for securities violations, Laurence Harrison's prior bankruptcy and Charlene
11 Harrison's prior bankruptcy. Additionally, Laurence and Charlene Harrison failed to notify investors that Pickle Corp,
12 owned by Charlene Harrison, was receiving CBA and NCC investors' funds and that those funds went to a failing
13 restaurant business.

14 III. Registration of Securities

15 20. The offer and/or sale of said securities is in violation of RCW 21.20.140, the registration section of the
16 Securities Act, because no registration for such offer and/or sale is on file with the Securities Administrator of the state of
17 Washington.

18 IV. Registration of Broker-Dealer and Salespersons

19 21. Respondents, Laurence Harrison and Charlene Harrison have each violated RCW 21.20.040 by offering
20 and/or selling said securities while not being registered as a broker-dealer or securities salesperson in the state of
21 Washington.

22 **EMERGENCY**

23 The Securities Administration finds that an emergency exists and that the continued offers or sales of said
24 investment opportunities in violation of RCW 21.20.010, RCW 21.20.140, and RCW 21.20.040, constitute a threat to the

1 investing public. Accordingly, a Summary Order to Cease and Desist from those violations is in the public interest and
2 necessary for the protection of the investing public.

3 **SUMMARY ORDER**

4 Based upon the foregoing, IT IS THEREFORE HEREBY SUMMARILY ORDERED that Respondents,
5 Consumer Benefits Association Corp, National Care Corp, Our Team, Inc., Pickle Corp, Laurence Harrison, Charlene
6 Harrison, their agents, and employees shall each cease and desist from violating RCW 21.20.010, the anti-fraud section
7 of the Securities Act.

8 It is further SUMMARILY ORDERED that Respondents, Consumer Benefits Association Corp, National Care
9 Corp, Our Team, Inc., Pickle Corp, their agents, and employees shall each cease and desist from violating RCW
10 21.20.140, the securities registration section of the Securities Act.

11 It is further SUMMARILY ORDERED that Respondents, Laurence Harrison, Charlene Harrison, their agents,
12 and employees shall each cease and desist from violating RCW 21.20.040, the securities broker-dealer, securities
13 salesperson registration section of the Securities Act.

14 **NOTICE OF INTENT TO IMPOSE FINES**

15 Pursuant to RCW 21.20.395, and based upon the above Tentative Findings of Fact and Conclusions of Law, the
16 Securities Administrator finds that respondents Consumer Benefits Association Corp, National Care Corp, Our Team,
17 Inc., Pickle Corp, Laurence Harrison and Charlene Harrison have committed a knowing or reckless violation of the
18 Securities Act such that the imposition of a fine is required. Therefore, the Securities Administrator intends to order that
19 the respondents shall pay a fine in the amount of \$25,000.

20 **NOTICE OF INTENT TO ORDER AFFIRMATIVE RELIEF**

21 Pursuant to RCW 21.20.390, and based upon the above Tentative Finds of Fact and Conclusions of Law, the
22 Securities Administrator intends to order that respondents Consumer Benefits Association Corp, National Care Corp,
23 Our Team, Inc., Pickle Corp, Laurence Harrison and Charlene Harrison shall be jointly and severally liable for providing
24 appropriate affirmative relief, including, without limitation, a requirement to provide full restitution to investors.

25 **SUMMARY ORDER TO CEASE AND**
26 **DESIST**

1 **AUTHORITY AND PROCEDURE**

2 This Order is entered pursuant to the provisions of RCW 21.20.390, and RCW 21.20.395, and is subject to the
3 provisions of Chapter 34.05 RCW. The Respondents, Consumer Benefits Association Corp, National Care Corp, Our
4 Team, Inc., Pickle Corp, Laurence Harrison and Charlene Harrison may each make a written request for a hearing as set
5 forth in the NOTICE OF OPPORTUNITY TO DEFEND AND OPPORTUNITY FOR HEARING accompanying this
6 Order. A request for a hearing should be in writing and sent to Deborah R. Bortner, Securities Administrator,
7 Department of Financial Institutions, P.O. Box 9033, Olympia, Washington 98507-9033.

8 If a respondent does not request a hearing, the Securities Administrator intends to adopt the above Tentative
9 Findings of Fact and Conclusions of Law as final and make the Summary Order to Cease and Desist permanent as to that
10 Respondent and impose a fine as set forth.

11 WILLFUL VIOLATION OF THIS ORDER IS A CRIMINAL OFFENSE.

12 DATED this 8th day of November 2002

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16 DEBORAH R. BORTNER
17 Securities Administrator

18 Approved by:

19 Presented by:

20 _____
21 Michael E. Stevenson
22 Chief of Enforcement

23 _____
24 Tyler Letey
25 Staff Attorney

26 SUMMARY ORDER TO CEASE AND
27 DESIST